

Office of Chief Counsel
Internal Revenue Service

memorandum

CC:LM:MCT:PHI:TL-N-441-99
LSBednarz

date: **OCT 19 2000**

to: Carl A. Stewart, Team Manager
LMSB: Communication Technology & Media, Group 1343
King of Prussia, PA
Attn: Kathy Follis, Team Coordinator

from: Associate Area Counsel LMSB
Area 2, Philadelphia, Pennsylvania

subject: [REDACTED]
Request for Legal Advice

THIS DOCUMENT INCLUDES STATEMENTS SUBJECT TO THE ATTORNEY CLIENT PRIVILEGE AND THE ATTORNEY WORK PRODUCT PRIVILEGE. THIS DOCUMENT SHOULD NOT BE DISCLOSED TO ANYONE OUTSIDE THE IRS, INCLUDING THE TAXPAYER INVOLVED. LIMIT USE OF THIS DOCUMENT TO THOSE WITHIN THE SERVICE WORKING ON THIS CASE. THIS DOCUMENT IS SUBJECT TO I.R.C. SECTION 6103.

This is in response to your request of October 13, 2000 that we review proposed Information Document Requests Number 3 through 6. These requests were drafted as a result of our meeting of October 13, 2000 concerning the possibility of raising a debt vs. equity issue in relation to the [REDACTED] acquisition by [REDACTED] and the [REDACTED] ([REDACTED]) of the outstanding capital stock of [REDACTED] and [REDACTED]. It was determined at the October 13th meeting that additional factual information must be obtained before a final determination can be made of raising the debt/equity issue. We have reviewed the proposed IDRs and suggest that you consider making the following changes:

Information Document Request #3

Suggested changes to the opening language:

"Please provide the following information in relation to the [REDACTED] acquisition by [REDACTED] and/or any of its related entities, including but not limited to [REDACTED] (hereafter referred to as "[REDACTED]"), of the outstanding capital stock of

[REDACTED] and [REDACTED] (hereafter referred to as the "[REDACTED]"):

Suggested changes to paragraph 1: Add - "For each investment banker/advisor listed, identify the name, address and primary contact person."

Suggested changes to paragraph 2: After "entire workfile" add - "including but not limited to any and all correspondence, reports, work papers, memoranda and all other documents related to the [REDACTED] acquisition of [REDACTED]."

Suggested changes to paragraph 3: Change the language of paragraph 3 to read as follows, "Identify the name, address and primary contact person of each investment banker/advisor retained by the [REDACTED] ([REDACTED]) relating to the [REDACTED] acquisition of [REDACTED]." Change the language of subparagraph a. to read as follows, "Identify any and all investment bankers/advisors, other persons or entities who approached [REDACTED] regarding its investment in and ultimate contribution to the ownership of [REDACTED] and/or arranged the [REDACTED] investment by [REDACTED] in [REDACTED]."

Information Document Request #4

Suggested changes: Add "dated [REDACTED] among [REDACTED] [REDACTED]" after the words "credit agreement" on the first line. After "workfiles" add the following: "including but not limited to any and all correspondence, reports, work papers, memoranda and all other documents related to the credit agreement. After "administrative agent, replace "(see attached copy of first page of loan agreement)" with "(as identified on the attached cover sheet of the credit agreement)".

Information Document Request #5

Suggested changes to the opening language: "Please provide the following information in relation to the [REDACTED] acquisition by [REDACTED] and/or any of its related entities, including but not limited to [REDACTED] (hereafter referred to as "[REDACTED]"), of the outstanding capital stock of [REDACTED] and [REDACTED] (hereafter referred to as the "[REDACTED]"):

Suggested changes to paragraph 1: Change "All documents" to "Any and all documents, including but not limited to reports ...

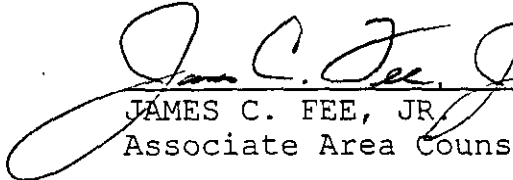
Suggested changes to paragraph 2: Consider deleting paragraph 2 in full. (b)(5)(AC)

Suggested changes to paragraph 3: It appears that the requested "closing file" should be part of the information requested in paragraph #1. To be certain, consider changing the language to state: "We renew our prior request of _____ (date), IDR # _____, in which we requested all _____ files relating to the closing of the _____ acquisition in _____. Please provide us with all file(s), from all departments including but not limited to legal, accounting and finance) relating to the _____ acquisition."

Information Document Request #6

Include date of purchase. After "_____% ownership" insert of "_____. After "Four documents were provided", insert "In response to this request on _____."

Please feel free to contact Attorney Linda S. Bednarz at (215) 597-3442 if you have any further questions regarding this matter.


JAMES C. FEE, JR.
Associate Area Counsel (LMSB)